

**ELEVANCE HEALTH, INC.**

**SECRETARY'S CERTIFICATE**

December 14, 2023

I, Kathleen S. Kiefer, the duly elected, qualified and acting Secretary of Elevance Health, Inc., an Indiana corporation (the "Corporation"), do hereby certify, in my capacity as Secretary of the Corporation, that attached hereto as Exhibit A is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Corporation at its meeting duly called and legally held on December 14, 2022, and such resolutions have not been amended, rescinded, modified, annulled or revoked, and such resolutions are in full force and effect on the date hereof in the form in which adopted.

IN WITNESS WHEREOF, I have hereunto signed my name on and as of the date first set forth above.

**ELEVANCE HEALTH, INC.**

By:



\_\_\_\_\_  
Name: Kathleen S. Kiefer

Title: Secretary

**EXHIBIT A**

**Resolutions of the Board of Directors of Elevance Health, Inc.**

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
ELEVANCE HEALTH, INC.**

**December 14, 2022**

**PROJECT RIVER**

Upon motion duly made and seconded, the following resolutions were approved by the Board of Directors (the “**Board**”) of Elevance Health, Inc. (the “**Company**”):

**WHEREAS**, on October 18, 2022, the Board approved (the “**October 18 Approval**”) a proposal that the Company enter into, and cause ATH Holding Company, LLC, a wholly owned subsidiary of the Company (“**ATH Holding**”), to enter into, an Agreement and Plan of Acquisition (substantially in the form discussed with the Board, the “**Purchase Agreement**”), by and among (i) the Company, (ii) ATH Holding, (iii) a foundation to be established in connection with the proposed transaction to promote the wellness and wellbeing of the people of the State of Louisiana and intended to qualify as a social welfare organization under Section 501(c)(4) of the Internal Revenue Code (the “**Foundation**”), and (iv) Louisiana Health Service & Indemnity Company (d/b/a Blue Cross and Blue Shield of Louisiana) (“**BCBSLA**”);

**WHEREAS**, pursuant to the Purchase Agreement and a plan of reorganization to be agreed among the parties in accordance with the Louisiana Insurance Code, BCBSLA will reorganize from a mutual insurance company to a stock insurance company and in connection with such reorganization issue all of its outstanding shares of capital stock to ATH Holding (the “**Proposed Transaction**”);

**WHEREAS**, the aggregate closing consideration for the Proposed Transaction shall be comprised of an aggregate base purchase price of up to \$2,500,000,000 (the “**Maximum Base Purchase Price**”), as adjusted to take into account any shortfall or surplus in statutory capital, based on 375% of the combined Authorized Control Level Risk Based Capital;

**WHEREAS**, in connection with the Proposed Transaction, through a joint filing process, BCBSLA and the Company intend to request a materially identical private letter ruling from the Internal Revenue Service (“**IRS**”) as to certain United States federal income tax matters associated with the Proposed Transaction in the event it is consummated in accordance with the Purchase Agreement (collectively, the “**PLR**”);

**WHEREAS**, BCBSLA is party to pending litigation in the 27th Judicial District Court for the Parish of St. Landry, Louisiana involving Opelousas General Hospital, *Opelousas General Hospital Authority et al. v. Louisiana Health Service & Indemnity Co., No. 16-c-3647* (the “**OGH Litigation**”);

**WHEREAS**, it has been proposed that, prior to the execution of the Purchase Agreement, BCBSLA enter into, and obtain final court approval of, an agreement to settle the OGH Litigation (substantially upon the terms presented to the Board, the “**Settlement Agreement**”);

**WHEREAS**, the October 18 Approval approved the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith subject to, among other things, the PLR having been obtained from the IRS (the “**PLR Approval Condition**”);

**WHEREAS**, the Board now wishes to approve the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith without such approval being subject to the PLR Approval Condition;

**WHEREAS**, the Board has reviewed with management at this meeting and at prior meetings the terms of the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith.

**WHEREAS**, capitalized terms used in these resolutions and not otherwise defined herein shall have the meanings ascribed thereto in the Purchase Agreement.

**NOW, THEREFORE, BE IT:**

**Proposed Transaction and Related Transactions**

**RESOLVED**, that based upon the presentations made to the Board at this meeting and at prior meetings, and upon such other matters as are deemed relevant by the Board, the Board finds that subject to final court approval of the Settlement Agreement having been obtained (the “**Approval Condition**”), the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith are fair to and in the best interests of ATH Holding and the Company, and the Board hereby approves the Proposed Transaction, the Purchase Agreement and the transactions contemplated in connection therewith subject to the Approval Condition first being satisfied;

**FURTHER RESOLVED**, that the President and Chief Executive Officer, or any Executive Vice President of the Company or the Chief Financial Officer or Treasurer of the Company (collectively, the “**Authorized Officers**,” and each an “**Authorized Officer**”), or any of them acting alone be, and each hereby is, authorized in the name and on behalf of the Company to execute and deliver the Purchase Agreement substantially on the terms presented at this meeting and with a base purchase price that shall not exceed the Maximum Base Purchase Price, with such further changes thereto as the Authorized Officer executing the same shall approve with the advice of counsel to the Company, such approval to be conclusively evidenced by his or her execution and delivery thereof; and

**FURTHER RESOLVED**, that the officers of the Company or any of them acting alone be, and each hereby is, authorized to file, execute, verify, acknowledge and deliver, in the name and on behalf of the Company, any and all notices, certificates, agreements, instruments and other documents and to perform and do or cause to be performed or done any and all such acts or things and to pay or cause to be paid all necessary fees and expenses, in each case in the name and on behalf of the Company, as they or any of them may deem necessary or advisable to effectuate or carry out the provisions of the Purchase Agreement or the intent and purposes of the foregoing resolutions.

### **Regulatory Matters**

**RESOLVED**, that the Authorized Officers or any of them acting alone be, and each hereby is, authorized in the name and on behalf of the Company, to prepare, sign and file, or cause to be filed, with any applicable federal, state, local or foreign country regulatory or supervisory body, all applications, requests for approval, consents, interpretations, or other determinations, notices and other information and documents, and any modifications or supplements thereto, as may be necessary or convenient in connection with the Proposed Transaction, the Purchase Agreement and the transactions contemplated thereby, together with all agreements and other information and documents required or appropriate, and any publications required in connection therewith.

### **Additional Actions**

**RESOLVED**, that the Board hereby adopts and incorporates by reference any form of specific resolution to carry into effect the purpose and intent of the foregoing resolutions, or covering authority included in matters authorized in the foregoing resolutions, including forms of resolutions in connection therewith that may be required by any governmental or regulatory authority of any state or other institution, persons or agencies, and the Secretary of the Company is hereby directed to insert a copy thereof in the minute book of the Company following the minutes of this meeting and certify the same as duly adopted thereby;

**FURTHER RESOLVED**, that the officers of the Company or any of them acting alone be, and each hereby is, authorized to file, execute, verify, acknowledge and deliver in the name and on behalf of the Company, any and all notices, certificates, agreements, instruments, applications for approval and other documents and to perform and do or cause to be performed or done any and all such acts or things and to pay or cause to be paid all necessary fees and expenses, in each case in the name and on behalf of the Company, as they or any of them may deem necessary or advisable to effectuate or carry out the provisions of the Purchase Agreement and the transactions contemplated thereby or the intent and purposes of the foregoing resolutions; and

**FURTHER RESOLVED**, that all actions heretofore taken by any of the directors, officers, representatives or agents of the Company or any of its affiliates in connection with the Proposed Transaction and any other actions contemplated in the Purchase Agreement or otherwise referred to in the foregoing resolutions be, and each of the same hereby is, ratified, confirmed and approved in all respects as the act and deed of the Company.